

# CARING FOR DENVER FOUNDATION

## SECOND AMENDMENT TO THE BYLAWS

This Second Amendment to the Bylaws dated May 1, 2019 (the “Bylaws”) of Caring for Denver Foundation, a Colorado nonprofit corporation (the “Corporation”), is made as of \_\_\_\_\_, 2019, by vote of the Corporation’s Board of Directors (the “Board”) in accordance with Sections 3.17 and 9.10 of the Bylaws.

Section 3.17 (titled “Quorum and Voting”) is hereby amended and restated in its entirety to read as follows:

Section 3.17 Quorum and Voting; Proxy Voting. A majority of the directors shall constitute a quorum for the transaction of business at any meeting of the Board, and the vote of a majority of the directors present in person at a meeting at which a quorum is present shall be the act of the Board. If less than a quorum is present at a meeting, a majority of the directors present may adjourn the meeting from time to time without further notice other than an announcement at the meeting, until a quorum shall be present. For purposes of determining a quorum with respect to the transaction of business at any meeting of the Board, and for purposes of casting a vote for or against a particular proposal, a director may be deemed to be present at a meeting and to vote if the director has granted a signed written proxy to another director who is present at the meeting, authorizing the other director to cast the vote that is directed to be cast by the written proxy with respect to the particular proposal or proposals that are described with reasonable specificity in the proxy. The director granting the proxy shall deliver the signed written proxy to the Chair at least twenty (24) hours prior to the scheduled meeting at which the vote is directed to be cast by such written proxy. The Board may from time to time prescribe a form of proxy for use in connection with granting a proxy hereunder. No proxy shall be valid for more than a single meeting of the Board, and such proxy shall automatically terminate and be of no further force and effect upon adjournment of the meeting of the Board to which such proxy applies. Except as provided in this Section 3.17, directors may not vote or otherwise act by proxy or power of attorney.

Except as amended above, each and every provision of the Bylaws shall remain in full force and effect without change or modification and any inconsistent provision of the Bylaws shall be read to be consistent with this Second Amendment to the Bylaws and its purposes.

The Board hereby authorizes and directs its Secretary to execute a certification of the adoption of this Second Amendment to the Bylaws, and to file this Second Amendment to the Bylaws as so certified in the minute book of the Corporation.

**CERTIFICATE**

The undersigned hereby certifies that the foregoing Second Amendment to the Bylaws constitutes the true and complete copy of the Second Amendment to the Bylaws of Caring for Denver Foundation, in full force and effect as of the date above first written.

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Kristin M. Bronson, Secretary